

Robert M. Stern (RS 3005)  
O'MELVENY & MYERS LLP  
1625 Eye Street, NW  
Washington, DC 20006  
Tel: (202) 383-5300  
Fax: (202) 385-5414

Attorneys for Defendants  
Frank A. Metz, Jr., Sheila Feldman, Helen L. Nelling,  
Susan E. Bevington, Nancy Stemme, Christopher N.  
Ast, Employee Benefits Plan Committee,  
Pension and Savings Fund Committee,  
John Hunter, Robert Clausen, and Robert Potter,  
Michael E. Miller, Paul H. Hatfield, J. Patrick Mulcahy,  
Sally G. Narodick, Paul Donovan, Robert H. Jenkins,  
William D. Ruckelshaus, John B. Slaughter, Philip R. Lochner, Jr.,  
Robert T. Blakely

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ROGER REIFF,  
  
Plaintiff,

v.

FRANK A. METZ, JR., SHEILA FELDMAN,  
HELLEN L. NELLING, SUSAN E.  
BEVINGTON, NANCY STEMME,  
CHRISTOPHER N. AST, EMPLOYEE  
BENEFITS PLAN COMMITTEE, PENSION  
AND SAVINGS FUND COMMITTEE, JOHN  
HUNTER, ROBERT CLAUSEN, ROBERT  
POTTER, MICHAEL E. MILLER, PAUL H.  
HATFIELD, J. PATRICK MULCAHY, SALLY  
G. NARODICK, PAUL DONOVAN, ROBERT  
H. JENKINS, WILLIAM D. RUCKELSHAUS,  
JOHN B. SLAUGHTER, PHILIP R. LOCHNER,  
JR., ROBERT T. BLAKELY, NORTHERN  
TRUST COMPANY, and JOHN DOES 1-100,

Defendants.

CIVIL ACT. NO. 7:07-CV-06011-  
UA-MDF

Magistrate Judge Mark D. Fox

MOTION TO ADMIT COUNSEL  
*PRO HAC VICE*

FILED  
U.S. DISTRICT COURT  
2007 JUL 27 PM 4:05  
S.D. OF N.Y.

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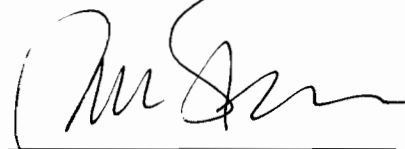
Upon the annexed Affidavits in Support of Motion to Admit Counsel *Pro Hac Vice*, defendants Frank A. Metz, Sheila Feldman, Helen L. Nelling (incorrectly named in the Complaint as “Hellen L. Nelling”), Susan E. Bevington, Nancy Stemme, Christopher N. Ast, Employee Benefits Plan Committee, Pension and Savings Fund Committee, John Hunter, Robert Clausen, Robert Potter, Michael E. Miller, Paul H. Hatfield, J. Patrick Mulcahy, Sally G. Narodick, Paul Donovan, Robert H. Jenkins, William D. Ruckelshaus, John B. Slaughter, Philip R. Lochner, Jr., and Robert T. Blakely (together, the “Solutia Defendants”) hereby move this Court, pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, for an order admitting Karen M. Wahle, Esq. and Khuong G. Phan, Esq., to the Bar of this Court, *pro hac vice*, for the purposes of representing the Solutia Defendants in the above-captioned proceeding.

A proposed order is attached.

Dated: July 26, 2007

Respectfully submitted,

O'MELVENY & MYERS LLP

A handwritten signature in black ink, appearing to read "R. Stern", is written over a horizontal line.

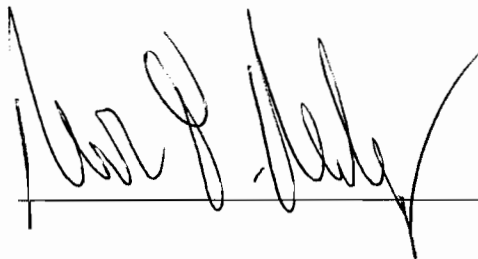
Robert M. Stern (RS 3005)  
O'Melveny & Myers LLP  
1625 Eye Street, NW  
Washington, DC 20006  
(202) 383-5300

**CERTIFICATE OF SERVICE**

I hereby certify that copies of the Affidavits in Support of Motion to Admit Counsel *Pro Hac Vice* and Motion to Admit Counsel *Pro Hac Vice* were delivered by U.S. Mail on this 26th day of July, 2007 to the following:

Ronnen Sarraf  
SARRAF GENTILE, LLP  
485 Seventh Avenue  
New York, NY 10018  
(212) 868-3610

Attorney for Plaintiff Roger Reiff

  
A handwritten signature in black ink, appearing to read 'Ronnen Sarraf', is written over a horizontal line.

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ROGER REIFF,

Plaintiff,

v.

FRANK A. METZ, JR., SHEILA FELDMAN,  
HELLEN L. NELLING, SUSAN E.  
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Defendants.

**CIVIL ACT. NO. 7:07-CV-06011-  
UA-MDF**

**Magistrate Judge Mark D. Fox**

**AFFIDAVIT IN SUPPORT OF  
MOTION TO ADMIT COUNSEL  
*PRO HAC VICE***

**DISTRICT OF COLUMBIA**

)  
)  
)

**SS:**

KAREN M. WAHLE, being duly sworn, hereby deposes and says as follows:

1. I am an attorney and a partner of the law firm of O'Melveny & Myers LLP, attorneys for defendants Frank A. Metz, Sheila Feldman, Helen L. Nelling (incorrectly named in the Complaint as "Hellen L. Nelling"), Susan E. Bevington, Nancy Stemme, Christopher N. Ast, Employee Benefits Plan Committee, Pension and Savings Fund Committee, John Hunter, Robert Clausen, Robert Potter, Michael E. Miller, Paul H. Hatfield, J. Patrick Mulcahy, Sally G.

Narodick, Paul Donovan, Robert H. Jenkins, William D. Ruckelshaus, John B. Slaughter, Philip R. Lochner, Jr., and Robert T. Blakely (together, the "Solutia Defendants") in this action. I make this affidavit in support of the motion for an order admitting me, *pro hac vice*, to the bar of this Court pursuant to Local Civil Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York.

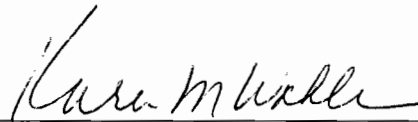
2. I am a member in good standing of the Bar of the District of Columbia. The Certificate of Good Standing from the Bar of the District of Columbia is annexed hereto.

3. There are no pending disciplinary proceedings against me in any State or Federal court.

4. Robert M. Stern, a member of the bar of this Court, will continue to be involved in all aspects of the defense of this litigation and will supervise all work that I perform on this case.

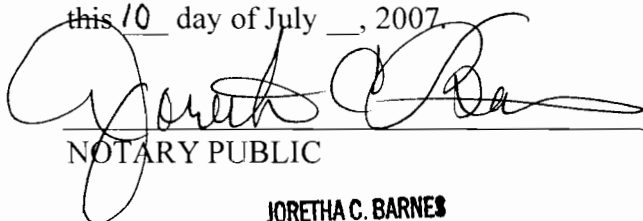
5. I respectfully request that I be admitted *pro hac vice* to the bar of this Court for purposes of representing the Solutia Defendants in the above-captioned proceeding.

Further, affiant sayeth not.

  
\_\_\_\_\_  
Karen M. Wahle

Dated: July 10, 2007

Subscribed and sworn to before me  
this 10 day of July, 2007.

  
\_\_\_\_\_  
NOTARY PUBLIC

**JORETHA C. BARNES**  
Notary Public, District of Columbia  
My Commission Expires March 14, 2010



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D. C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

Karen M. Wahle


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was on the 10<sup>th</sup> day of January, 1994

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on July 11, 2007.

GARLAND PINKSTON, JR., CLERK

By:   
Deputy Clerk

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ROGER REIFF,

Plaintiff,

v.

FRANK A. METZ, JR., SHEILA FELDMAN,  
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**Magistrate Judge Mark D. Fox**

**AFFIDAVIT IN SUPPORT OF  
MOTION TO ADMIT COUNSEL  
*PRO HAC VICE***

COUNTY OF ORANGE )  
CALIFORNIA )

SS:

KHUONG G. PHAN, being duly sworn, hereby deposes and says as follows:

1. I am an attorney in the law firm of O'Melveny & Myers LLP, attorneys for defendants Frank A. Metz, Sheila Feldman, Helen L. Nelling (incorrectly named in the Complaint as "Hellen L. Nelling"), Susan E. Bevington, Nancy Stemme, Christopher N. Ast, Employee Benefits Plan Committee, Pension and Savings Fund Committee, John Hunter, Robert Clausen, Robert Potter, Michael E. Miller, Paul H. Hatfield, J. Patrick Mulcahy, Sally G.

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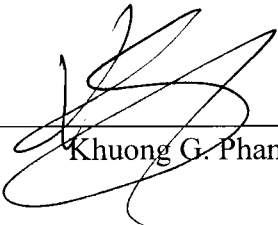
2. I am a member in good standing of the Bar of the District of Columbia. The Certificate of Good Standing from the Bar of the District of Columbia is annexed hereto.

3. There are no pending disciplinary proceedings against me in any State or Federal court.

4. Robert M. Stern, a member of the bar of this Court, will continue to be involved in all aspects of the defense of this litigation and will supervise all work that I perform on this case.

5. I respectfully request that I be admitted *pro hac vice* to the bar of this Court for purposes of representing the Solutia Defendants in the above-captioned proceeding.

Further, affiant sayeth not.

  
\_\_\_\_\_  
Khuong G. Phan

Dated: June 29, 2007

Subscribed and sworn to before me  
this \_\_\_\_ day of June, 2007.

\_\_\_\_\_  
NOTARY PUBLIC



**CALIFORNIA JURAT WITH AFFIANT STATEMENT**

State of California

County of

Orange

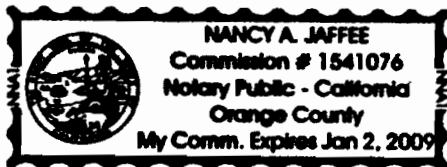
} ss.

☒ See Attached Document (Notary to cross out lines 1-6 below)☐ See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

Subscribed and sworn to (or affirmed) before me on this

29<sup>th</sup> day of June, 2007, by  
Date Month Year(1) Khuong G. Phan,  
Name of Signer☒ Personally known to me☐ Proved to me on the basis of satisfactory evidence  
to be the person who appeared before me (.) (,)  
(and(2) \_\_\_\_\_,  
Name of Signer☐ Personally known to me☐ Proved to me on the basis of satisfactory evidence  
to be the person who appeared before me.)

Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove  
valuable to persons relying on the document and could prevent  
fraudulent removal and reattachment of this form to another document.*

**Further Description of Any Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**RIGHT THUMBPRINT  
OF SIGNER #1**

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**RIGHT THUMBPRINT  
OF SIGNER #2**

Top of thumb here



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D. C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

Khung G. Phan

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was on the 3<sup>rd</sup> day of June, 2002  
duly qualified and admitted as an attorney and counselor and  
entitled to practice before this Court and is, on the date  
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have  
hereunto subscribed my name  
and affixed the seal of this  
Court at the City of  
Washington, D.C., on July  
11, 2007.

GARLAND PINKSTON, JR., CLERK

By:   
Deputy Clerk

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ROGER REIFF,

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FRANK A. METZ, JR., SHEILA FELDMAN,  
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**CIVIL ACT. NO. 7:07-CV-06011-  
UA-MDF**

**Magistrate Judge Mark D. Fox**

**ORDER TO ADMIT COUNSEL  
*PRO HAC VICE***

The motion for admission to practice *pro hac vice* in the above-captioned matter is granted. The admitted attorneys, **Karen M. Wahle and Khuong G. Phan**, are permitted to argue or try this particular case in whole or in part as counsel or advocate.

An attorney admitted to practice *pro hac vice* is required to pay a \$25.00 attorney admission fee and present this Order to the intake deputy in the Clerk's Office. When paying by mail, return a copy of this Order to the Clerk's Office with the required fee.

This Order confirms your appearance as counsel in this case, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above-listed case will be made on the roll of attorneys.

The attorney admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated:

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United States District Judge

cc: *Pro Hac Vice* Attorney  
Court File

DC1:712981.1